

Edgar Filing: MARKETWATCH INC - Form SC 13D/A

MARKETWATCH INC
Form SC 13D/A
November 04, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

MarketWatch, Inc.
(formerly MarketWatch.com, Inc.)

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

570619106

(CUSIP Number)

Sumner M. Redstone
National Amusements, Inc.
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600

with a copy to:
Michael D. Fricklas, Esq.
Viacom Inc.
1515 Broadway
New York, New York 10036
Telephone: (212) 258-6000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 3, 2004

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

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disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 570619106

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1	NAME OF REPORTING PERSONS		
	SUMNER M. REDSTONE		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) <input type="checkbox"/>		
	(b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions)		
	OO, WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		8	SHARED VOTING POWER
			5,636,814
		9	SOLE DISPOSITIVE POWER
		10	SHARED DISPOSITIVE POWER
			5,636,814
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,636,814		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>	

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.3%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

SCHEDULE 13D

CUSIP No. 570619106

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NATIONAL AMUSEMENTS, INC.
I.R.S. Identification No. 04-2261332

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
		5,636,814
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES (See Instructions)

|_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.3%

14 TYPE OF REPORTING PERSON (See Instructions)
CO

SCHEDULE 13D

CUSIP No. 570619106

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NAIRI, INC.
I.R.S. Identification No. 04-3446887

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) |_ |
(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

|_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		5,636,814
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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 5,636,814

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES (See Instructions)

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 22.3%

 14 TYPE OF REPORTING PERSON (See Instructions)
 CO

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 CUSIP No. 570619106

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 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 VIACOM INC.
 I.R.S. Identification No. 04-2949533

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
 Instructions)
 (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS (See Instructions)
 OO, WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
	5,636,814	
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
	5,636,814	

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 22.3%

14 TYPE OF REPORTING PERSON (See Instructions)

 CO

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 WESTINGHOUSE CBS HOLDING COMPANY, INC.
 I.R.S. Identification No. 25-1776511

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
 Instructions)
 (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

 OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES	-----	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH		5,636,814
REPORTING	-----	
PERSON	9	SOLE DISPOSITIVE POWER
WITH	-----	
	10	SHARED DISPOSITIVE POWER

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5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) |_

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.3%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CBS BROADCASTING INC.
I.R.S. Identification Nos. 13-0590730

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) |_
(b) |_

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) |_

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		5,636,814
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		-----
WITH		

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10 SHARED DISPOSITIVE POWER

5,636,814

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		5,636,814
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	22.3%
14	TYPE OF REPORTING PERSON (See Instructions)	CO

Item 1. Security and Issuer.

This Amendment No. 1 (this "Amendment") hereby amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on January 26, 2004 (the "Schedule 13D") by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons") with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of MarketWatch, Inc., a Delaware corporation (the "Issuer"), with its principal executive offices located at 825 Battery Street, San Francisco, CA 94111.

Item 2. Identity and Background.

Item 2 is hereby amended in its entirety to read as follows:

"This Amendment is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons").

CBSBI, a New York corporation, has its principal office at 1515 Broadway, New York, New York 10036. CBSBI's principal business is the CBS television network and television broadcasting. 100% of the issued and outstanding stock of CBSBI is owned by W/CBS HCI.

W/CBS HCI, a Delaware corporation, has its principal office at 1515 Broadway, New York, New York 10036 and its main asset is its ownership of CBSBI. 100% of the issued and outstanding stock of W/CBS HCI is owned by Viacom.

Viacom, a Delaware corporation, has its principal office at 1515 Broadway, New York, New York 10036 and is a diversified worldwide entertainment company. At October 31, 2004, approximately 71% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 12% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, were owned by NAIRI.

NAIRI, a Delaware corporation, has its principal office at 200 Elm

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Street, Dedham, Massachusetts 02026 and its principal business is exhibiting motion pictures in the United States and holding the shares of Viacom Class A Common Stock and Class B Common Stock. 100% of the issued and outstanding stock of NAIRI is owned by NAI.

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal business is owning and operating movie theaters in the United States, the United Kingdom and South America and holding the common stock of NAIRI. Mr. Redstone is the controlling shareholder of NAI.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom.

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The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, as of November 3, 2004, are set forth on Schedules I through V attached hereto, containing the following information with respect to each such person:

- a) Name;
- b) Residence or business address; and
- c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, none of the Reporting Persons or any person named in any of Schedules I through V attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Except for Jan Leschly, who is a Danish citizen, all of the directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States."

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended in its entirety to read as follows:

"The Common Shares of the Issuer currently beneficially owned by the Reporting Persons were acquired by the Reporting Persons as a result of the merger of Marketwatch Media Inc., f/k/a MartketWatch.com, Inc. ("Old MarketWatch") with a wholly-owned subsidiary of the Issuer on January 16, 2004 (the "Merger"), pursuant to which, among other things, each share of common stock of Old MarketWatch held by the Reporting Persons was exchanged for one Common Share of the Issuer. Shortly after the Merger, Old MarketWatch, the corporation surviving the Merger, was merged with and into the Issuer (the surviving corporation of such merger).

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It is anticipated that the source of funds for any transaction that may be pursued by Viacom as described in Item 4 will be from Viacom's working capital."

Item 4. Purpose of Transaction

Item 4 is hereby amended in its entirety to read as follows:

"At the invitation of the Issuer, Viacom has determined to participate in a process which could lead to a sale of the Issuer. Viacom currently anticipates submitting a proposal to acquire all of the Issuer's Common Shares.

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However, there can be no assurances that the Issuer will accept any proposal that may be submitted by Viacom or that Viacom (or any of its subsidiaries) will enter into any definitive agreement with the Issuer regarding an acquisition of all of the Issuer's issued and outstanding Common Shares.

The information set forth under Item 6 below is incorporated herein by reference."

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended in its entirety to read as follows:

"(a) and (b) CBSBI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 22.3%, of the Issuer's issued and outstanding Common Shares (based on approximately 25,228,515 Common Shares as reported by the Issuer to be issued and outstanding as of August 31, 2004).

W/CBS HCI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 22.3%, of the Issuer's issued and outstanding Common Shares (based on approximately 25,228,515 Common Shares as reported by the Issuer to be issued and outstanding as of August 31, 2004).

Viacom is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 22.3%, of the Issuer's issued and outstanding Common Shares (based on approximately 25,228,515 Common Shares as reported by the Issuer to be issued and outstanding as of August 31, 2004).

NAIRI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 22.3%, of the Issuer's issued and outstanding Common Shares (based on approximately 25,228,515 Common Shares as reported by the Issuer to be issued and outstanding as of August 31, 2004).

NAI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 22.3%, of the Issuer's issued and outstanding Common Shares (based on approximately 25,228,515 Common Shares as reported by the Issuer to be issued and outstanding as of August 31, 2004).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 22.3%, of the Issuer's issued and outstanding Common Shares (based on approximately 25,228,515 Common Shares as reported by the Issuer to be issued and outstanding as of August 31, 2004).

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- (c) None
- (d) None
- (e) None"

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended in its entirety to read as follows:

"CBSBI entered into the amended and restated license agreement (the "License Agreement"), dated January 13, 1999, with Old MarketWatch, pursuant to which CBSBI, in exchange for a royalty, granted to Old MarketWatch the non-exclusive right and license to use certain CBS news content and registered trademarks. This description of the License Agreement is qualified in its entirety by reference to the License Agreement, which is attached as Exhibit 2 and is incorporated by reference herein.

In connection with the Merger, pursuant to the Voting and Waiver Agreement (the "Voting Agreement"), dated July 22, 2003, by and among CBSBI, Old MarketWatch, Pinnacor, Inc. and Pearson International Finance Ltd. ("Pearson") the following agreement was assigned by Old MarketWatch to the Issuer:

- o The registration rights agreement (the "Registration Rights Agreement"), entered into in January 1999, by CBSBI, Old MarketWatch and Pearson (as successor to Data Broadcasting Corporation), pursuant to which CBSBI has certain demand, piggyback and shelf registration rights. This description of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement, which is attached as Exhibit 3, and is incorporated by reference herein.

The description of the Voting Agreement is qualified in its entirety by reference to the Voting and Waiver Agreement, which is attached as Exhibit 4 and is incorporated by reference herein.

On March 23, 2004, CBSBI entered into the First Amended and Restated Stockholders' Agreement, deemed effective as of January 16, 2004 ("the Stockholders' Agreement"), with Pearson Overseas Holdings Limited ("Pearson Overseas"), Old MarketWatch and the Issuer, pursuant to which CBSBI has the right to nominate candidates to the Issuer's board of directors, a right to participate in issuances of new securities by the Issuer, a mutual right of first refusal if either CBSBI or Pearson Overseas desires to transfer any of their Common Shares, and a right to acquire Pearson Overseas' Common Shares in the event of a change of control of Pearson Overseas. This description of the Stockholders' Agreement is qualified in its entirety by reference to the Stockholders' Agreement, which is attached as Exhibit 5 and is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit No. Description

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- 1 Joint Filing Agreement, dated January 26, 2004, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).

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- 2 Amended and Restated License Agreement, dated January 13, 1999, between CBS Broadcasting Inc. and MarketWatch.Com, LLC (incorporated by reference to Exhibit 10.7 filed with the Annual Report on Form 10-K of MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 000-25113) filed with the Securities and Exchange Commission on March 31, 1999).
- 3 Registration Rights Agreement, dated January 13, 1999, among MarketWatch.com, Inc. (now merged into a subsidiary of the Issuer), CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 4.02 filed with the Annual Report on Form 10-K of MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 000-25113) filed with the Securities and Exchange Commission on March 31, 1999).
- 4 Voting and Waiver Agreement, dated July 22, 2003, by and among CBS Broadcasting Inc., the Issuer, MarketWatch.com Inc., now merged into the Issuer, Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2 filed with the Current Report on Form 8-K, dated July 23, 2003, filed by MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 000-25113) filed with the Securities and Exchange Commission on July 23, 2003).
- 5 First Amended and Restated Stockholders' Agreement, entered into as of March 23, 2004 and deemed effective as of January 16, 2004 (the "Stockholders' Agreement"), by and among CBS Broadcasting Inc., Pearson Overseas Holdings Limited, MarketWatch.com, Inc., now merged into the Issuer, and MarketWatch, Inc. (incorporated by reference to Exhibit 4.04 filed with the Annual Report on Form 10-K of MarketWatch, Inc. (File No. 000-25113) filed with the Securities and Exchange Commission on March 30, 2004).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

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Dated:

November 3, 2004

CBS Broadcasting Inc.

By: /s/ MICHAEL D. FRICKLAS

Name: Michael D. Fricklas
Title: Executive Vice President

Westinghouse CBS Holding Company, Inc.

By:/s/ MICHAEL D. FRICKLAS

Name: Michael D. Fricklas
Title: Executive Vice President

Viacom Inc.

By:/s/ MICHAEL D. FRICKLAS

Name: Michael D. Fricklas
Title: Executive Vice President

NAIRI, Inc.

By: /s/ SUMNER M. REDSTONE

Name: Sumner M. Redstone
Title: Chairman and President

National Amusements, Inc.

By:/s/ SUMNER M. REDSTONE

Name: Sumner M. Redstone
Title: Chairman and Chief Executive
Officer

/s/ SUMNER M. REDSTONE

Sumner M. Redstone
Individually

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SCHEDULE I

Name, business address and present principal occupation or
employment of the directors and executive officers of

CBS Broadcasting Inc.

DIRECTORS

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Name	Business Address	Present Principal Occupation and Address of Employment
Robert G. Freedline	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE I
(Continued)

Name, business address and present principal occupation or employment of the directors and executive officers of

CBS Broadcasting Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves President	Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036	Co-President and Co-Chief Operating Officer Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President and Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice	Viacom Inc. 1515 Broadway	Executive Vice President, General Counsel and Secretary

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President and Secretary	New York, NY 10036	Viacom Inc. 1515 Broadway New York, NY 10036

Harry Isaacs Executive Vice President	CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	Senior Vice President, CBS Industrial Relations CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036

Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	President Viacom Television Stations Group 513 West 57th Street New York, NY 10019

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SCHEDULE I
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

CBS Broadcasting Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment

Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	Executive Vice President and Chief Operating Officer Viacom Television Stations Group 513 West 57th Street New York, NY 10019

Jonathan H. Anshell Executive Vice President, General Counsel and Assistant Secretary	CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	Executive Vice President, General Counsel and Assistant Secretary CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036

William A. Roskin Senior Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036

Robert G. Freedline	Viacom Inc.	Senior Vice President and

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Senior Vice President and Treasurer	1515 Broadway New York, NY 10036	Treasurer Viacom Inc. 1515 Broadway New York, NY 10036

Susan C. Gordon Senior Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE I
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

CBS Broadcasting Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment

Bruce Taub Vice President and Chief Financial Officer	CBS Television Network 51 West 52nd Street New York, NY 10019	Senior Vice President and Chief Financial Officer CBS Television Network 51 West 52nd Street New York, NY 10019

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SCHEDULE II

Name, business address and present principal occupation or
employment of the directors and executive officers of

Westinghouse CBS Holding Company, Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment

Robert G. Freedline	Viacom Inc. 1515 Broadway	Senior Vice President and Treasurer

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	New York, NY 10036	Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE II
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

Westinghouse CBS Holding Company, Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves Chairman	Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036	Co-President and Co-Chief Operating Officer Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036
Fredric G. Reynolds President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	President Viacom Television Stations Group 513 West 57th Street New York, NY 10019
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President and Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas	Viacom Inc.	Executive Vice President,

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Executive Vice President and Secretary	1515 Broadway New York, NY 10036	General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036

Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	Executive Vice President and Chief Operating Officer Viacom Television Stations Group 513 West 57th Street New York, NY 10019

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SCHEDULE II
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

Westinghouse CBS Holding Company, Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment

Jonathan H. Anshell Executive Vice President, General Counsel and Assistant Secretary	CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	Executive Vice President, General Counsel and Assistant Secretary CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036

William A. Roskin Senior Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036

Robert G. Freedline Senior Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, NY 10036

Susan C. Gordon Senior Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036

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Bruce Taub Vice President and Chief Financial Officer	CBS Television Network 51 West 52nd Street New York, NY 10019	Senior Vice President and Chief Financial Officer CBS Television Network 51 West 52nd Street New York, NY 10019
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SCHEDULE III

Name, business address and present principal occupation or
employment of the directors and executive officers of

Viacom Inc.

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109	Attorney c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Joseph A. Califano, Jr.	The National Center on Addiction and Substance Abuse at Columbia University 633 Third Avenue, 19th Floor New York, NY 10017	Chairman of the Board and President The National Center on Addiction and Substance Abuse at Columbia University 633 Third Avenue, 19th Floor New York, NY 10017
William S. Cohen	The Cohen Group 1200 19th Street, N.W. Suite 400 Washington, DC 20036	Chairman and Chief Executive Officer The Cohen Group 1200 19th Street, N.W. Suite 400 Washington, DC 20036
Philippe P. Dauman	DND Capital Partners, LLC 450 Park Avenue New York, NY 10022	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 450 Park Avenue New York, NY 10022

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SCHEDULE III
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

Viacom Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Alan C. Greenberg	Bear, Stearns & Co., Inc. 383 Madison Avenue, 5th Floor New York, NY 10179	Chairman of the Executive Committee Bear, Stearns & Co., Inc. 383 Madison Avenue, 5th Floor New York, NY 10179
Jan Leschly	Care Capital LLC 47 Hulfish Street, Suite 310 Princeton, NJ 08542	Chairman and CEO Care Capital LLC 47 Hulfish Street, Suite 310 Princeton, NJ 08542
Charles E. Phillips, Jr.	Oracle Corporation 500 Oracle Parkway Redwood Shores, CA 94065	President Oracle Corporation 500 Oracle Parkway Redwood Shores, CA 94065
Shari E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE III
(Continued)

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Name, business address and present principal occupation or employment of the directors and executive officers of

Viacom Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Frederic V. Salerno	400 Westchester Avenue, 2nd Floor White Plains, NY 10604	Retired Not applicable
William Schwartz	Cadwalader, Wickersham & Taft 100 Maiden Lane New York, NY 10038	Counsel Cadwalader, Wickersham & Taft 100 Maiden Lane New York, NY 10038
Patty Stonesifer	Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102	Co-Chair and President Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102
Robert D. Walter	Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017	Chairman and Chief Executive Officer Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017

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SCHEDULE III
(Continued)

Name, business address and present principal occupation or employment of the directors and executive officers of

Viacom Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Chairman of the Board and Chief Executive Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036

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Thomas E. Freston Co-President and Co-Chief Operating Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Co-President and Co-Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Leslie Moonves Co-President and Co-Chief Operating Officer	Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036	Co-President and Co-Chief Operating Officer Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President and Chief Financial Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President and Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice President, General Counsel and Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE III
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

Viacom Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Carl D. Folta Senior Vice President, Corporate Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Corporate Relations Viacom Inc. 1515 Broadway New York, NY 10036
Robert G. Freedline Senior Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, NY 10036

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Susan C. Gordon Senior Vice President, Controller and Chief Accounting Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036
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Carol Melton Senior Vice President, Government Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Government Relations Viacom Inc. 1515 Broadway New York, NY 10036
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William A. Roskin Senior Vice President, Human Resources and Administration	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036
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SCHEDULE III
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

Viacom Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
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Martin M. Shea Senior Vice President, Investor Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Investor Relations Viacom Inc. 1515 Broadway New York, NY 10036
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SCHEDULE IV

Name, business address and present principal occupation or
employment of the directors and executive officers of

NAIRI, INC.

DIRECTORS

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Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109	Attorney c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th Street New York, NY 10019	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 450 Park Avenue New York, NY 10022
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026

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SCHEDULE IV
(Continued)

Name, business address and present principal occupation or employment of the directors and executive officers of

NAIRI, INC.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway

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New York, NY 10036

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SCHEDULE IV
(Continued)

Name, business address and present principal occupation or
employment of the directors and executive officers of

NAIRI, INC.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Chairman and President	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Shari E. Redstone Executive Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner Vice President and Treasurer	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026

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SCHEDULE V

Name, business address and present principal occupation or
employment of the directors and executive officers of

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National Amusements, Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109	Attorney c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th Street New York, NY 10019	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 450 Park Avenue New York, NY 10022
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE V
(Continued)

Name, business address and present principal occupation or employment of the directors and executive officers of

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National Amusements, Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Chairman and Chief Executive Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Shari E. Redstone President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner Vice President and Treasurer	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026

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EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement, dated January 26, 2004, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).
2	Amended and Restated License Agreement, dated January 13, 1999, between CBS Broadcasting Inc. and MarketWatch.Com, LLC (incorporated by reference to Exhibit 10.7 filed with the Annual Report on Form 10-K of MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 000-25113) filed with the Securities and Exchange Commission on March 31, 1999).
3	Registration Rights Agreement, dated January 13, 1999, among

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MarketWatch.com, Inc. (now merged into a subsidiary of the Issuer), CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 4.02 filed with the Annual Report on Form 10-K of MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 000-25113) filed with the Securities and Exchange Commission on March 31, 1999).

- 4 Voting and Waiver Agreement, dated July 22, 2003, by and among CBS Broadcasting Inc., the Issuer, MarketWatch.com Inc., now merged into the Issuer, Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2 filed with the Current Report on Form 8-K, dated July 23, 2003, filed by MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 000-25113) filed with the Securities and Exchange Commission on July 23, 2003).
- 5 First Amended and Restated Stockholders' Agreement, entered into as of March 23, 2004 and deemed effective as of January 16, 2004 (the "Stockholders' Agreement"), by and among CBS Broadcasting Inc., Pearson Overseas Holdings Limited, MarketWatch.com, Inc., now merged into the Issuer, and MarketWatch, Inc. (incorporated by reference to Exhibit 4.04 filed with the Annual Report on Form 10-K of MarketWatch, Inc. (File No. 000-25113) filed with the Securities and Exchange Commission on March 30, 2004).